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ID Number: 98398



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Clifford J. Deck C.P.A., Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
To render accounting, financial and tax services and all activities incidental thereto; and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws (1956), as amended, Title 7, Chapter 5.1.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) if only one class: Total number of shares 8,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):
No Par Common

or

(b) if more than one class: Total number of shares _____ (State (A) the number of shares of each class there that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or vote any thereof that may be desired but which shall not be fixed by the articles):

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5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956 as amended: RIGL Section 7-1.1-24, 1956, as amended, is hereby adopted. Preemptive rights are hereby defined as the rights a shareholder has to acquire unissued or treasury shares or securities converted into shares

(continued on attached sheet)

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

(See attached)

7. The address of the initial registered office of the corporation is 606 Old Colony House
58 Weybosset Street
(Street)

Providence, RI 02903 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Thomas W. Heald

8. The number of directors constituting the initial board of directors of the corporation is zero and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (if this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1955, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
President	Clifford J. Deck	63 Sockanosset Crossroads, Unit 2C, Cranston, R.I. 02920
Secretary	Clifford J. Deck	63 Sockanosset Crossroads, Unit 2C Cranston, R.I. 02920
Treasurer	Clifford J. Deck	63 Sockanosset Crossroads, Unit 2C Cranston, R.I. 02920

9. The name and address of each incorporator is:

Name	Address
<u>Roger N. LeBoeuf, Esq.</u>	<u>606 Old Colony House, 58 Weybosset St.,</u> <u>Providence, Rhode Island 02903</u>

10. Date when corporate existence to begin: January 1, 1998
(not more than 30 days after filing of these articles of incorporation)

Dated December 29, 1997 Roger N. LeBoeuf

Signature of each incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 29th day of December, 1997, personally appeared before me Roger N. LeBoeuf

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Thomas W. Heald
Notary Public
My Commission Expires: 9/8/2000

5. (Continued) or carrying a right to subscribe to or acquire shares of the same class in preference to nonholders on equal terms with other holders of that class of stock in proportion as the number of shares of that class held by the shareholder bears to the total outstanding number of shares of that class.

SIXTH: (a) To guarantee any bonds, securities or evidences of indebtedness created by or dividends on or certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.

(b) To guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, insofar as may be permitted by law.

(c) To promote or assist financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking.

(d) RIGL 7-1.1-30.3, 1956, as amended is hereby adopted.

(e) The corporation or any subsidiary or affiliated company thereof, shall indemnify and hold harmless each person (and his heirs, administrators and executors) who shall serve at any time hereafter as a director or officer of the corporation or any subsidiary or affiliated company thereof, from and against any and all claims and liabilities including reasonable attorney's fees to which such person shall become subject by reason of his having heretofore or hereafter been a director, officer, employee, agent of the Corporation, Trustee of employee benefit plan, or a stockholder acting on behalf of the corporation or any subsidiary or affiliated company thereof, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his own negligence or wilful misconduct, or with respect to any matter as to which he shall have been adjudicated not to have acted in good faith in reasonable belief that his action was in the best interest of the corporation, or to the extent such matter relates to service with respect to employee benefit plan, in the best interest of the participants or beneficiaries of such plan. Any person so indemnified must repay such payment if later adjudicated to be not entitled to indemnification.

The rights accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article, or in refusing so to do, in reliance upon the advice of counsel.

ACCORD CERTIFICATE OF INSURANCE

ISSUE DATE: 12/29/97

PRODUCER [] F.M. JACKSON ASSOCIATES, INC. 88 WOLCOTT HILL ROAD WETHERSFIELD, CT 06109-1242 (203) 257-4555	THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.	
	COMPANIES AFFORDING COVERAGE	
	COMPANY	LETTER A CHICAGO INSURANCE COMPANY
	COMPANY	LETTER B
	COMPANY	LETTER C
INSURED CLIFFORD J. DECK C.P.A., INC. 53 SOCKANOSSET CROSSROADS, UNIT 2C CRANSTON, R.I. 02920	COMPANY	LETTER D
	COMPANY	LETTER E

COVERAGES

THIS IS TO CERTIFY THAT POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED, NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS, AND CONDITIONS OF SUCH POLICIES

CO CTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	ALL LIMITS IN THOUSANDS
	GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCURRENCE <input type="checkbox"/> OWNER'S & CONTRACTORS PROTECT <input type="checkbox"/> <input type="checkbox"/>				GENERAL AGGREGATE \$ PROD COMP/OFS AGGR \$ PERSONAL & ADV INJURY \$ EACH OCCURRENCE FIRE DAMAGE (ONE FIRE) \$ \$
	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> GARAGE LIABILITY <input type="checkbox"/>				CSL BODILY INJURY \$ (PER PERSON) BODILY INJURY \$ (PER ACCIDENT) PROPERTY \$ DAMAGE \$
	EXCESS LIABILITY <input type="checkbox"/> <input type="checkbox"/> OTHER THAN UMBRELLA FORM				EACH OCCURRENCE \$ AGGREGATE \$
	WORKERS' COMPENSATION AND EMPLOYERS' LIABILITY				STATUTORY \$ (EACH ACCIDENT) \$ (DISEASE POL) \$ (DISEASE EACH EMP)
A	OTHER PROFESSIONAL LIABILITY INC. ENVIRONMENTAL COVERAGE	ADV2001084	1/2/98	1/1/98	\$ 1,000, EA. CLAIM \$ 1,000, IN THE AGGREGATE, WITH A-1, CLAIM DEDUCTIBLE.

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/RESTRICTIONS/SPECIAL ITEMS
 FOR PROFESSIONAL LIABILITY COVERAGE, THE AGGREGATE LIMIT IS THE TOTAL INSURANCE AVAILABLE FOR CLAIMS PRESENTED WITHIN THE POLICY PERIOD FOR ALL OPERATIONS OF THE INSURED. THIS LIMIT WILL BE REDUCED BY PAYMENTS OF CLAIMS & EXPENSES. THIS INSURANCE IS NOT FOR A SPECIFIC PROJECT.

CERTIFICATE HOLDER

STATE OF RHODE ISLAND

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING COMPANY WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Brady Querton